

EXHIBIT 5



U.S. Department of Justice

*United States Attorney
Southern District of New York*

*The Silvio J. Mollo Building
One Saint Andrew's Plaza
New York, New York 10007*

December 9, 2010

Via E-Mail

Melinda Sarafa, Esq.

Re: [REDACTED]

Dear Ms. Sarafa:

You have requested "safe passage" for [REDACTED] to travel to New York, New York, for the purpose of being interviewed by the Office of the United States Attorney for the Southern District of New York ("this Office") and the Federal Bureau of Investigation on [REDACTED]. The interview will be conducted pursuant to an immunity order to be obtained and provided in advance of the interview, and with the understanding that statements made in connection with the interview will be afforded the same protection as if the statements were made before the grand jury. With respect to Mr. [REDACTED] travel to the United States for the purpose of this interview and for preparation with counsel, this Office agrees as follows:

A. This Office will not arrest, detain, or attempt to arrest or detain, [REDACTED] or cause any other governmental authority to detain or attempt to detain him, while he is traveling to or from the interview, or while he is in the United States for purposes of the interview, including meetings with counsel in preparation therefor;

B. This Office will not serve or attempt to serve [REDACTED] with legal process, or cause any other governmental authority to serve or attempt to serve him with legal process, while he is traveling to or from the interview, or while he is in the United States for purposes of the interview, except that the United States will serve [REDACTED] with a grand jury subpoena and accompanying immunity order at the commencement of the meeting; and

C. [REDACTED] travel to the United States for the interview

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and for preparation with counsel will not be deemed a waiver of, or otherwise affect, any defenses otherwise available to [REDACTED] in relation to any claim against him by this Office, the FBI, or by any other parties, including defenses based on: (1) personal jurisdiction; (2) subject matter jurisdiction; or (3) defective service of process.

This Agreement is effective today, and expires on December 16, 2010, unless extended in writing by this Office.

Very truly yours,

PREET BHARARA
United States Attorney

By: s/ Arlo Devlin-Brown
Arlo Devlin-Brown
Assistant United States Attorney
(212) 637-2506